



## LIMITED PARTNERSHIP CANCELLATION FILING REQUIREMENTS

**Domestic (California) limited partnerships:** To cancel the Certificate of Limited Partnership of a California limited partnership (LP), the LP must file a Certificate of Dissolution (Form LP-3) and Certificate of Cancellation (Form LP-4/7). However, if the LP is governed by the Uniform Limited Partnership Act of 2008 (the Act of 2008), only Form LP-4/7 is required.

**Registered foreign (out of state or country) limited partnerships:** To cancel the Application for Registration of a foreign LP, the foreign LP must file a Certificate of Cancellation (Form LP-4/7).

Upon the filing of the Certificate of Cancellation (Form LP-4/7) by the Secretary of State: (1) the California limited partnership will be cancelled; or (2) the Certificate of Registration to transact business in California of the registered foreign limited partnership will be cancelled.

Filing instructions along with the above-mentioned forms are enclosed. Completed forms can be mailed to Secretary of State, Document Filing Support Unit, P.O. Box 944225, Sacramento, CA 94244-2250 or delivered in person to the Sacramento office, 1500 11th Street, 3rd Floor, Sacramento, CA 95814. It is recommended for proof of submittal that if the document(s) are mailed to the Secretary of State, they be sent by Certified Mail with Return Receipt Requested.

Statutory filing requirements are found in California Corporations Code sections [15623](#) or [15902.03](#) (California LP) and [15909.07](#) (registered foreign LP).

California LPs:

- If a California LP is dissolved and a person other than a general partner has been appointed to wind up the affairs of the LP, Form LP-3 and/or Form LP-4/7 must be filed after or together with a Certificate of Amendment (Form LP-2) indicating the name and address of the appointed person. (California Corporations Code sections [15622](#), [15624](#), [15902.04](#) and [15908.03](#).)
- If a California LP is governed by the Act of 2008 and is dissolved, the LP may file a Certificate of Amendment (Form LP-2) to indicate the LP is dissolved. (California Corporations Code section [15908.03](#).)
- The Certificate of Amendment ([Form LP-2](#)) is available on the Secretary of State's website at <http://www.sos.ca.gov/business/>.

**ACT OF 2008:** A California LP is subject to the Act of 2008: (1) if it was formed on or after January 1, 2008; or (2) if it was formed prior to January 1, 2008, and has elected to be governed by the Act of 2008. All foreign LPs, regardless of when they registered in California, are subject to the Act of 2008. Effective January 1, 2010, all California LPs will be subject to the Act of 2008. The Act of 2008 can be found in the California Corporations Code commencing with Section [15900](#).

## INSTRUCTIONS FOR COMPLETING THE CERTIFICATE OF DISSOLUTION (FORM LP-3)

For easier completion, this form is available on the Secretary of State's website at <http://www.sos.ca.gov/business/> and can be viewed, filled in and printed from your computer. The completed form can be mailed to Secretary of State, Document Filing Support Unit, P.O. Box 944225, Sacramento, CA 94244-2250 or delivered in person to the Sacramento office, 1500 11<sup>th</sup> Street, 3<sup>rd</sup> Floor, Sacramento, CA 95814. If you are not completing this form online, please type or legibly print in black or blue ink. This form is only filed in the Sacramento office.

It is recommended for proof of submittal that if Form LP-3 is mailed to the Secretary of State, it be sent by Certified Mail with Return Receipt Requested.

**LEGAL AUTHORITY:** Statutory filing requirements are found in California Corporations Code section [15623](#). All statutory references are to the California Corporations Code, unless otherwise stated.

- Form LP-3 is required if the domestic (California) limited partnership was formed prior to January 1, 2008 and has not elected to be governed by the Uniform Limited Partnership Act of 2008 (Act of 2008). Note: To complete the cancellation process, the California limited partnership must also file a Certificate of Cancellation ([Form LP-4/7](#)).
- It is recommended that legal counsel be consulted prior to submitting cancellation documents to ensure that all issues are appropriately addressed.

**ACT OF 2008:** A California limited partnership is subject to the Act of 2008: (1) if it was formed on or after January 1, 2008; or (2) if it was formed prior to January 1, 2008, and has elected to be governed by the Act of 2008. Effective January 1, 2010, all California limited partnerships will be subject to the Act of 2008. The Act of 2008 can be found in the California Corporations Code commencing with Section [15900](#).

**FEES:** There is no fee for filing Form LP-3. However, there is a \$15.00 special handling fee for processing a document delivered in person to the Sacramento office. The special handling fee must be remitted separately for each submittal and will be retained whether the document is filed or rejected. The preclearance and/or expedited filing of a document *within a guaranteed time frame* can be requested for an additional fee (in lieu of the special handling fee). Please refer to the Secretary of State's website at <http://www.sos.ca.gov/business/precexp.htm> for detailed information regarding preclearance and expedited filing services. The special handling fee or preclearance and expedited filing services are not applicable to documents submitted by mail. Check(s) should be made payable to the Secretary of State.

**COPIES:** The Secretary of State will certify two copies of the filed document(s) without charge, provided that the copies are submitted to the Secretary of State with the document(s) to be filed. Any additional copies submitted will be certified upon request and payment of the \$8.00 per copy certification fee.

### Complete the Certificate of Dissolution (Form LP-3) as follows:

- Item 1.** Enter the file number issued by the California Secretary of State.
- Item 2.** Enter the name of the limited partnership exactly as it is of record with the California Secretary of State
- Item 3.** Check the appropriate box indicating the event causing the dissolution of the limited partnership.
- Item 4.** Enter the date of the dissolution, as caused by the event identified in Item 3.
- Item 5.** Enter any other information the partners filing Form LP-3 determine to include, provided that the information is not inconsistent with law. Attach additional pages, if necessary.
- Item 6.** Form LP-3 must be signed by all general partners (or a lesser number provided in the Certificate of Limited Partnership), unless the limited partners are winding up the limited partnership affairs, in which case the certificate must be signed by the person authorized by a majority in interest of the limited partners. (Section [15624](#).)
  - If the limited partnership is dissolved and a person other than a general partner has been appointed to wind up the affairs of the limited partnership, Form LP-3 must be signed by that person and must be filed after or together with a Certificate of Amendment (Form LP-2) indicating the name and address of the appointed person. (Section [15622](#) and [15624](#).) [Form LP-2](#) is available on the Secretary of State's website at <http://www.sos.ca.gov/business/>.

- If Form LP-3 is signed by an attorney-in-fact, the signature should be followed by the words "Attorney-in-fact for (name of person)." (Section [15624](#).)
- If Form LP-3 is filed by any person other than the general partner(s), the signature must be followed by the words "signature pursuant to Section \_\_\_\_\_." identifying the appropriate statutory authority. (Section [15625\(c\)](#).)
- If Form LP-3 is signed by an association, the person who signs for the association should state the **exact** name of the association, his/her name and position/title.
- If Form LP-3 is signed by a trust, the trustee should sign as follows: \_\_\_\_\_ trustee for \_\_\_\_\_ trust (including the date of the trust, if applicable). Example: Mary Todd, trustee of the Lincoln Family Trust (U/T/A 5-1-94).

Any attachments to Form LP-3 are incorporated by reference and made part of Form LP-3. All attachments should be 8½" x 11", one-sided and legible.



LP-3

# State of California

## Secretary of State

### LIMITED PARTNERSHIP CERTIFICATE OF DISSOLUTION

**NOTE:** This certificate is required only if the domestic (California) limited partnership was formed prior to January 1, 2008 and has not elected to be governed by the Uniform Limited Partnership Act of 2008. To complete the cancellation process, the California limited partnership must also file a Certificate of Cancellation (Form LP-4/7).

**There is no fee for filing a Certificate of Dissolution.**

**IMPORTANT – Read instructions before completing this form.**

This Space For Filing Use Only

#### FILE NUMBER

1. SECRETARY OF STATE FILE NUMBER

#### ENTITY NAME (Enter the exact name of the California limited partnership.)

2. NAME OF LIMITED PARTNERSHIP

**STATEMENT OF DISSOLUTION** (Check the appropriate box in Item 3 to indicate the event causing the dissolution of the limited partnership and enter the date of the dissolution in Item 4. Only one box may be selected.)

3. THE EVENT CAUSING THE DISSOLUTION OF THIS LIMITED PARTNERSHIP IS:

- A. ☐ IT IS THE TIME SPECIFIED IN THE PARTNERSHIP AGREEMENT FOR DISSOLUTION.
- B. ☐ THE EVENTS FOR DISSOLUTION THAT ARE SPECIFIED IN THE PARTNERSHIP AGREEMENT HAVE OCCURRED.
- C. ☐ THE WRITTEN CONSENT OF ALL GENERAL PARTNERS AND A MAJORITY IN INTEREST OF THE LIMITED PARTNER(S) WAS OBTAINED.
- D. ☐ THERE ARE NO GENERAL PARTNERS TO CONTINUE THE BUSINESS OF THE LIMITED PARTNERSHIP.
- E. ☐ THE ENTRY OF A DECREE OF JUDICIAL DISSOLUTION UNDER CALIFORNIA CORPORATIONS CODE SECTION 15682 OCCURRED.

4. THE DATE OF THE DISSOLUTION, AS CAUSED BY THE EVENT IDENTIFIED IN ITEM 3, WAS \_\_\_\_\_ - \_\_\_\_\_ - \_\_\_\_\_.  
(Month) (Day) (Year)

**ADDITIONAL INFORMATION** (Enter any other information the partners filing the Certificate of Dissolution determine to include. Attach additional pages, if necessary. Additional information set forth on attached pages, if any, is incorporated herein by this reference and made part of this certificate. If no other information is to be included, leave Item 5 blank and proceed to Item 6.)

5.

**EXECUTION** (This certificate must be signed by all of the general partners unless otherwise provided by law. If additional signature space is necessary, the signatures may be made on an attachment to this certificate.)

6. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

\_\_\_\_\_  
DATE

\_\_\_\_\_  
SIGNATURE OF GENERAL PARTNER

\_\_\_\_\_  
TYPE OR PRINT NAME OF GENERAL PARTNER

\_\_\_\_\_  
SIGNATURE OF GENERAL PARTNER

\_\_\_\_\_  
TYPE OR PRINT NAME OF GENERAL PARTNER

\_\_\_\_\_  
SIGNATURE OF GENERAL PARTNER

\_\_\_\_\_  
TYPE OR PRINT NAME OF GENERAL PARTNER

## INSTRUCTIONS FOR COMPLETING THE CERTIFICATE OF CANCELLATION (FORM LP-4/7)

For easier completion, this form is available on the Secretary of State's website at <http://www.sos.ca.gov/business/> and can be viewed, filled in and printed from your computer. The completed form along with the applicable fees can be mailed to Secretary of State, Document Filing Support Unit, P.O. Box 944225, Sacramento, CA 94244-2250 or delivered in person to the Sacramento office, 1500 11th Street, 3rd Floor, Sacramento, CA 95814. If you are not completing this form online, please type or legibly print in black or blue ink. This form is filed only in the Sacramento office.

It is recommended for proof of submittal that if Form LP-4/7 is mailed to the Secretary of State, it be sent by Certified Mail with Return Receipt Requested.

**LEGAL AUTHORITY:** Statutory filing requirements are found in California Corporations Code section [15623](#) or [15902.03](#) (California limited partnerships) or [15909.07](#) (registered foreign limited partnerships). All statutory references are to the California Corporations Code, unless otherwise stated. **Note:** For limited partnerships subject to the Uniform Limited Partnership Act of 2008 (Act of 2008), signing Form LP-4/7 constitutes an affirmation under penalty of perjury that the facts stated in the certificate are true. (Section [15902.08\(b\)](#).)

- California (domestic) limited partnerships: If the limited partnership is not subject to the Act of 2008, Form LP-4/7 must be filed after or together with a Certificate of Dissolution ([Form LP-3](#)) pursuant to Section [15623\(a\)](#).
- Upon the filing of Form LP-4/7: (1) the California limited partnership will be cancelled; or (2) the Certificate of Registration to transact business in California of the registered foreign limited partnership will be cancelled.
- It is recommended that legal counsel be consulted prior to submitting cancellation documents to ensure that all issues are appropriately addressed.

**ACT OF 2008:** A California limited partnership is subject to the Act of 2008: (1) if it was formed on or after January 1, 2008; or (2) if it was formed prior to January 1, 2008, and has elected to be governed by the Act of 2008. All registered foreign limited partnerships, regardless of when they registered in California, are subject to the Act of 2008. Effective January 1, 2010, all California limited partnerships will be subject to the Act of 2008. The Act of 2008 can be found in the California Corporations Code commencing with Section [15900](#).

**FEES:** There is no fee for filing Form LP-4/7. However, there is a \$15.00 special handling fee for processing a document delivered in person to the Sacramento office. The special handling fee must be remitted separately for each submittal and will be retained whether the document is filed or rejected. The preclearance and/or expedited filing of a document *within a guaranteed time frame* can be requested for an additional fee (in lieu of the special handling fee). Please refer to the Secretary of State's website at <http://www.sos.ca.gov/business/precexp.htm> for detailed information regarding preclearance and expedited filing services. The special handling fee or preclearance and expedited filing services are not applicable to documents submitted by mail. Check(s) should be made payable to the Secretary of State.

**COPIES:** The Secretary of State will certify two copies of the filed document(s) without charge, provided that the copies are submitted to the Secretary of State with the document(s) to be filed. Any additional copies submitted will be certified upon request and payment of the \$8.00 per copy certification fee.

### Complete the Certificate of Cancellation (Form LP-4/7) as follows:

- Item 1.** Enter the file number issued to the limited partnership by the California Secretary of State.
- Item 2.** Enter the name of the limited partnership exactly as it is of record with the California Secretary of State. If the entity is a registered foreign limited partnership, enter the name of the foreign limited partnership, or if registered under an alternate name, enter the alternate name of the foreign limited partnership.
- Item 3.** Check the box if the limited partnership was formed prior to January 1, 2008 and has elected to be governed by the Act of 2008.
- Item 4.** California limited partnerships ONLY: If the limited partnership is subject to the Act of 2008, enter the date the initial Certificate of Limited Partnership was filed with the California Secretary of State.

- Item 5.** Enter any other information the partners filing Form LP-4/7 determine to include, provided that the information is not inconsistent with law. Attach additional pages, if necessary.
- Item 6.** This statement should not be altered. Note: Before filing Form LP-4/7 on behalf of a California limited partnership, the California limited partnership must have completed the the winding up of its affairs as discussed in Sections [15623\(b\)](#) or [15902.03](#).
- Item 7.** California limited partnerships: Form LP-4/7 must be signed by all the general partners, or if the limited partnership is not subject to the Act of 2008, by a lesser number provided in the Certificate of Limited Partnership. (Section [15624](#) or [15902.04](#).)

Registered foreign limited partnerships: Form LP-4/7 must be signed by at least one general partner of the foreign limited partnership. (Section [15902.04](#).)

- If a California limited partnership is dissolved and a person other than a general partner has been appointed to wind up the affairs of the limited partnership, Form LP-4/7 must be signed by that person and must be filed after or together with a Certificate of Amendment (Form LP-2) indicating the name and address of the appointed person. (Sections [15622](#), [15624](#), [15902.04](#) and [15908.03](#).) Form LP-2 is available on the Secretary of State's website at <http://www.sos.ca.gov/business/>.
- If Form LP-4/7 is signed by an attorney-in-fact, the signature should be followed by the words "Attorney-in-fact for (name of the partner)." (Section [15624](#) or [15902.04](#).)
- If Form LP-4/7 is filed by any person other than the general partner(s), the signature must be followed by the words "signature pursuant to Section \_\_\_\_\_" identifying the appropriate statutory authority. (Section [15625\(c\)](#) or [15902.05](#).)
- If Form LP-4/7 is signed by an association, the person who signs for the association should state the **exact** name of the association, his/her name and position/title.
- If Form LP-4/7 is signed by a trust, the trustee should sign as follows: \_\_\_\_\_ trustee for \_\_\_\_\_ trust (including the date of the trust, if applicable). Example: Mary Todd, trustee of the Lincoln Family Trust (U/T/A 5-1-94).

Any attachments to Form LP-4/7 are incorporated by reference and made part of Form LP-4/7. All attachments should be 8 ½" x 11", one-sided and legible.



LP-4/7

# State of California Secretary of State

## LIMITED PARTNERSHIP CERTIFICATE OF CANCELLATION

There is no fee for filing a Certificate of Cancellation.

**IMPORTANT – Read instructions before completing this form.**

This Space For Filing Use Only

**FILE NUMBER**

1. CA SECRETARY OF STATE FILE NUMBER

**ENTITY NAME** (Enter the exact name of the limited partnership.)

2. NAME OF LIMITED PARTNERSHIP

**UNIFORM LIMITED PARTNERSHIP ACT OF 2008 (the Act of 2008)** (California limited partnerships ONLY: Check the box in Item 3 if the limited partnership was formed prior to January 1, 2008 and has elected to be governed by the Act of 2008. Note: If the limited partnership has not elected to be governed by the Act of 2008, a Certificate of Dissolution (Form LP-3) pursuant to Corporations Code section 15623(a) must be filed prior to or together with this Certificate of Cancellation.)

3. ☐ THE ABOVE-NAMED LIMITED PARTNERSHIP WAS FORMED PRIOR TO JANUARY 1, 2008 AND HAS ELECTED TO BE GOVERNED BY THE UNIFORM LIMITED PARTNERSHIP ACT OF 2008.

**DATE OF FORMATION** (California limited partnerships ONLY: If the limited partnership is governed by the Uniform Limited Partnership Act of 2008, enter the date the initial Certificate of Limited Partnership was filed with the California Secretary of State.)

4. THE INITIAL CERTIFICATE OF LIMITED PARTNERSHIP WAS FILED ON \_\_\_\_\_ - \_\_\_\_\_ - \_\_\_\_\_.  
(Month) (Day) (Year)

**ADDITIONAL INFORMATION** (Enter any other information the partners filing this Certificate of Cancellation determine to include. Attach additional pages, if necessary. Additional information set forth on attached pages, if any, is incorporated herein by this reference and made part of this certificate. If no other information is to be included, leave Item 5 blank and proceed to Item 6.)

5.

**STATEMENT OF CANCELLATION**

6. (1) THE ABOVE-NAMED CALIFORNIA LIMITED PARTNERSHIP HAS COMPLETED WINDING UP ITS AFFAIRS AND IS CANCELLED; OR (2) THE CERTIFICATE OF REGISTRATION TO TRANSACT BUSINESS IN CALIFORNIA OF THE ABOVE-NAMED FOREIGN LIMITED PARTNERSHIP IS CANCELLED.

**EXECUTION** (This certificate must be signed by all of the general partners unless otherwise provided by law. If additional signature space is necessary, the signatures may be made on an attachment to this certificate.)

7. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

\_\_\_\_\_  
DATE

\_\_\_\_\_  
SIGNATURE OF GENERAL PARTNER

\_\_\_\_\_  
TYPE OR PRINT NAME OF GENERAL PARTNER

\_\_\_\_\_  
SIGNATURE OF GENERAL PARTNER

\_\_\_\_\_  
TYPE OR PRINT NAME OF GENERAL PARTNER

\_\_\_\_\_  
SIGNATURE OF GENERAL PARTNER

\_\_\_\_\_  
TYPE OR PRINT NAME OF GENERAL PARTNER